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Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| -----X | |
| | : |
| In re | : Chapter 11 Case No. |
| | : |
| LEHMAN BROTHERS HOLDINGS INC., et al., | : 08-13555 (JMP) |
| | : |
| Debtors. | : (Jointly Administered) |
| | : |
| | : |
| -----X | |

**DECLARATION OF JACQUELINE MARCUS IN SUPPORT OF REQUEST
FOR BRIDGE ORDER EXTENDING STAY OF AVOIDANCE ACTIONS AND
GRANTING CERTAIN RELATED RELIEF PURSUANT TO SECTION 105(a)
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 7004(a)(1)**

JACQUELINE MARCUS, being duly sworn, hereby declares pursuant to
section 1746 of title 28 of the United States Code:

1. I am an attorney admitted to practice before this Court and a
member of Weil, Gotshal & Manges LLP, attorneys for Lehman Brothers Holdings Inc.
("LBHI" and the "Plan Administrator"), as Plan Administrator under the Modified Third
Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated
Debtors for the entities in the above-referenced chapter 11 cases (the "Chapter 11
Estates").

2. I am submitting this declaration in support of the Plan Administrator's request for entry of a bridge order, a copy of which is attached hereto as Exhibit A (the "Bridge Order"), extending the Stay and the Service Deadline until such time as the Court considers and enters an order deciding the *Motion of Lehman Brothers Holdings Inc., Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief*, dated January 10, 2014 [ECF No. 42023] (the "Motion").¹

3. The January omnibus hearing in these chapter 11 cases originally was scheduled for January 15, 2014. The Plan Administrator intended to file the Motion so that it would be heard at such hearing, which would have occurred before the Stay and the Service Deadline currently are scheduled to expire.

4. After the January omnibus hearing had been scheduled for January 15, 2014, the Court requested that the January omnibus hearing be rescheduled. The Court and the Plan Administrator scheduled the January omnibus hearing for January 29, 2014, which is after the Stay and the Service Deadline currently are scheduled to expire.

5. Accordingly, the Plan Administrator requests that the Court extend the Stay and the Service Deadline until such time as the Court considers and enters an order deciding the Motion. As set forth in the Motion, the Chapter 11 Estates will suffer significant harm if the Stay and the Service Deadline expire on January 20, 2014 without an interim extension of each deadline.

6. Because the Stay and the Service Deadline should not expire by default prior to the opportunity for a hearing on the Motion, the Plan Administrator

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

requests that the Court extend the Stay and the Service Deadline until such time as the Court considers and enters an order deciding the Motion.

7. The Plan Administrator, therefore, requests that the Court enter the Bridge Order and extend the Stay and the Service Deadline until such time as the Court considers and enters an order deciding the Motion.

8. No previous application for similar relief has been made to this Court, other than the relief sought in (i) the Motion, (ii) the prior motions seeking entry of the Stay Orders, and (iii) the *Declaration of Jacqueline Marcus in Support of Request for Bridge Order Extending Stay of Avoidance Actions and Granting Certain Related Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1)*, dated January 15, 2013 [ECF No. 33892].

Dated: January 15, 2014
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus

Exhibit A

(Proposed Bridge Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
 :
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
 :
Debtors. : **(Jointly Administered)**
 :
-----X

**BRIDGE ORDER EXTENDING STAY OF AVOIDANCE ACTIONS AND
GRANTING CERTAIN RELATED RELIEF PURSUANT TO SECTION 105(a)
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 7004(a)(1)**

Lehman Brothers Holdings Inc. (“LBHI” and the “Plan Administrator”), as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors (the “Plan”), having made a motion, dated January 10, 2014 [ECF No. 42023] (the “Motion”),¹ pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 4(m) of the Federal Rules of Civil Procedure, as incorporated and made applicable hereto by Rule 7004(a)(1) of the Federal Rules of Bankruptcy Procedure, to extend the stay for each of the adversary proceedings identified on Exhibit A hereto and any other avoidance actions that may be commenced by the Plan Administrator under sections 544, 545, 547, 548, 549, 550 and/or 553 of the Bankruptcy Code (collectively, the “Avoidance Actions”) and to grant certain related relief, as more fully described in the Motion; and the omnibus hearing that was scheduled for January 15, 2014 having been rescheduled to January 29, 2014, which is after the dates that the Stay and the Service Deadline currently are scheduled to expire; and upon the declaration of Jacqueline Marcus, dated January 15,

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2014; and the Court having determined that it is appropriate to extend the Stay and the Service Deadline until such time as the Court considers and enters an order deciding the Motion, it is hereby

ORDERED that the Stay imposed by the Stay Orders that was due to expire on January 20, 2014 is hereby extended until such time as the Court has entered an order determining the Motion; and it is further

ORDERED that the deadline to complete service of the Second Amended Complaint on each defendant in the Distributed Action is hereby extended until such time as the Court has entered an order determining the Motion; and it is further

ORDERED that the date “March 5, 2014” set forth in the *Order Extending Stay of Avoidance Actions and Granting Certain Related Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1)*, dated July 18, 2013 [ECF No. 38806], shall be deemed to be the date that is 45 days after such time as the Court has entered an order determining the Motion; and it is further

ORDERED that, except as set forth herein, all other terms and provisions of the Stay Orders shall remain unaltered and in full force and effect until such time as the Court has entered an order determining the Motion.

Dated: January __, 2014
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

(Schedule of Pending Avoidance Actions)

| <u>Adversary Proceeding No.</u> | <u>Adversary Proceeding</u> |
|--|---|
| 10-03542 (JMP) | Lehman Brothers Special Financing Inc. v. U.S. Bank National Association, <i>et al.</i> |
| 10-03544 (JMP) | Lehman Brothers Financial Products Inc. v. The Bank of New York Mellon Trust Co., National Association, <i>et al.</i> |
| 10-03545 (JMP) | Lehman Brothers Special Financing Inc. v. The Bank of New York Mellon Corporation, <i>et al.</i> |
| 10-03547 (JMP) | Lehman Brothers Special Financing Inc. v. Bank of America National Association, <i>et al.</i> |
| 10-03548 (JMP) | Lehman Brothers Holdings Inc. v. AXA, S.A., <i>et al.</i> |
| 10-03552 (JMP) | Lehman Brothers Holdings Inc. v. Fragomen, Del Ray, Bernsen and Loewy, LLP |
| 10-03553 (JMP) | Lehman Brothers Holdings Inc. v. GMAC Mortgage Corporation |
| 10-03558 (JMP) | Lehman Brothers Holdings Inc. v. Earth Thebault Inc. |
| 10-03560 (JMP) | Lehman Brothers Holdings Inc. v. EMortgage Logic LLC |
| 10-03598 (JMP) | Lehman Brothers Holdings Inc. v. First American Residential Value View LLC |
| 10-03606 (JMP) | Lehman Brothers Holdings Inc. v. Stewart Lender Services |
| 10-03609 (JMP) | Lehman Brothers Holdings Inc. v. Deutsche Bank Trust Company Americas |
| 10-03809 (JMP) | Lehman Brothers Special Financing Inc. v. Wells Fargo Bank National Association, <i>et al.</i> |
| 10-03811 (JMP) | Lehman Brothers Special Financing Inc. v. Bank of New York Mellon National Association |
| 11-01661 (JMP) | Lehman Brothers Holdings Inc. v. Bullet Communications Inc. |
| 12-01043 (JMP) | Lehman Brothers Holdings Inc. v. CitiMortgage, Inc. |